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**Exhibit B**  
**Proposed Order**

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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☒ Affects Pacific Gas and Electric  
Company  
☐ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO  
11 U.S.C. §§ 105(a) AND 363(b) AND FED. R.  
BANKR. P. 9019 (I) APPROVING DE MINIMIS  
SETTLEMENTS WITH CONSUMERS TO  
RESOLVE CPUC PROCEEDINGS AND  
(II) GRANTING RELATED RELIEF**

1           Upon the Motion, dated June 3, 2020 [Docket No. [●]] (the “**Motion**”),<sup>1</sup> of Pacific Gas and  
2 Electric Company (the “**Utility**”) (together with PG&E Corporation, “**PG&E**” or the “**Debtors**”) as  
3 debtors and debtors in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”),  
4 pursuant to sections 105(a) and 363 of title 11 of the United States Code (the “**Bankruptcy Code**”) and  
5 Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for an order  
6 (i) approving the settlement agreements entered into by and among the Utility and the individuals and  
7 other parties thereto (each such non-Debtor party, a “**Claimant**”) to resolve certain *de minimis* claims  
8 and causes of action arising out of or relating to various proceedings pending before the California Public  
9 Utilities Commission (the “**CPUC**”), and (ii) granting related relief, all as more fully set forth in the  
10 Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein  
11 pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring Bankruptcy Cases and Proceedings to*  
12 *Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules  
13 for the United States District Court for the Northern District of California; and consideration of the  
14 Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being  
15 proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and  
16 determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient,  
17 and it appearing that no other or further notice need be provided; and this Court having reviewed the  
18 Motion and the Frank Declaration; and this Court having determined that the legal and factual bases set  
19 forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief  
20 requested in the Motion is in the best interests of the Utility, its estate, creditors, shareholders, and all  
21 parties in interest; and upon all of the proceedings had before this Court and after due deliberation and  
22 sufficient cause appearing therefor,

23           **IT IS HEREBY ORDERED THAT:**

- 24           1.       The Motion is granted as provided herein.
- 25           2.       Pursuant to sections 105 and 363 of the Bankruptcy Code and Bankruptcy Rule 9019, the  
26 De Minimis CPUC Settlement Agreements are hereby approved in their entirety as provided herein.

27 \_\_\_\_\_

28 <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1           3.       The Utility is authorized to take all actions necessary to effectuate the relief granted in  
2 this Order.

3           4.       Prime Clerk, LLC, the Court-appointed claims agent in these Chapter 11 Cases, is  
4 authorized and directed to update the official claims register to reflect the terms of the De Minimis CPUC  
5 Settlement Agreements.

6           5.       This Court shall retain exclusive jurisdiction to hear and determine all matters arising  
7 from or related to the implementation, interpretation, or enforcement of this Order.

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9                               \*\* END OF ORDER \*\*  
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